

SCHWARTZER & MCPHERSON LAW FIRM  
 2850 South Jones Boulevard, Suite 1  
 Las Vegas, Nevada 89146-5308  
 Tel: (702) 228-7590 · Fax: (702) 892-0122

Annette W. Jarvis, Utah Bar No. 1649  
 RAY QUINNEY & NEBEKER P.C.  
 36 South State Street, Suite 1400  
 P.O. Box 45385  
 Salt Lake City, Utah 84145-0385  
 Telephone: (801) 532-1500  
 Facsimile: (801) 532-7543  
 Email: [ajarvis@rqn.com](mailto:ajarvis@rqn.com)

and

Lenard E. Schwartzer  
 Nevada Bar No. 0399  
 Jeanette E. McPherson  
 Nevada Bar No. 5423  
 Schwartzer & McPherson Law Firm  
 2850 South Jones Boulevard, Suite 1  
 Las Vegas, Nevada 89146-5308  
 Telephone: (702) 228-7590  
 Facsimile: (702) 892-0122  
 E-Mail: [bkfilings@s-mlaw.com](mailto:bkfilings@s-mlaw.com)  
 Attorneys for Debtors and Debtors-in-Possession

**UNITED STATES BANKRUPTCY COURT  
 DISTRICT OF NEVADA**

In re:  
 USA COMMERCIAL MORTGAGE COMPANY,  
 Debtor.

Case No. BK-S-06-10725 LBR  
 Case No. BK-S-06-10726 LBR  
 Case No. BK-S-06-10727 LBR  
 Case No. BK-S-06-10728 LBR  
 Case No. BK-S-06-10729 LBR

In re:  
 USA CAPITAL REALTY ADVISORS, LLC,  
 Debtor.

In re:  
 USA CAPITAL DIVERSIFIED TRUST DEED  
 FUND, LLC,  
 Debtor.

Chapter 11

**Jointly Administered Under  
 Case No. BK-S-06-10725 LBR**

In re:  
 USA CAPITAL FIRST TRUST DEED FUND, LLC,  
 Debtor.

In re:  
 USA SECURITIES, LLC,  
 Debtor.

**MONTHLY OPERATING REPORT  
 FOR MAY 2008 (AFFECTS USA  
 COMMERCIAL MORTGAGE  
 COMPANY)**

Affects:

- ☐ All Debtors
- ☒ USA Commercial Mortgage Company
- ☐ USA Capital Realty Advisors, LLC
- ☐ USA Capital Diversified Trust Deed Fund, LLC
- ☐ USA Capital First Trust Deed Fund, LLC
- ☐ USA Securities, LLC

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEVADA**

In re: USA Commercial Mortgage Company

Case No. 06-10725-LBR

**CHAPTER 11  
MONTHLY OPERATING REPORT  
(GENERAL BUSINESS CASE)**

**SUMMARY OF FINANCIAL STATUS**

MONTH ENDED: 05/31/08PETITION DATE: 04/13/06

1. Debtor in possession (or trustee) hereby submits this Monthly Operating Report on the Accrual Basis of accounting (or if checked here the Office of the U.S. Trustee or the Court has approved the Cash Basis of Accounting for the Debtor).

Dollars reported in \$1

2. Asset and Liability Structure	End of Current	End of Prior	As of April 13, 2006
	Month	Month	
a. Current Assets	\$1,718,774	\$2,772,386	
b. Total Assets	\$1,718,774	\$2,772,386	\$122,468,825
c. Current Liabilities	\$182,152	\$237,861	
d. Total Liabilities	\$282,615	\$338,324	\$61,634,630
<b>Cumulative</b>			
<b>(Case to Date)</b>			
3. Statement of Cash Receipts & Disbursements for Month	Current Month	Prior Month	
a. Total Receipts	\$4,705	\$4,189	\$40,567,597
b. Total Disbursements	\$1,058,317	\$7,036,439	\$39,425,055
c. Excess (Deficiency) of Receipts Over Disbursements (a - b)	(\$1,053,612)	(\$7,032,250)	\$1,142,542
d. Cash Balance Beginning of Month	\$2,772,386	\$9,804,636	\$576,231
e. Cash Balance End of Month (c + d)	\$1,718,774	\$2,772,386	\$1,718,774
<b>Cumulative</b>			
<b>(Case to Date)</b>			
4. Profit/(Loss) from the Statement of Operations	Current Month	Prior Month	
	(\$997,903)	(\$6,058,507)	(\$37,571,734)
5. Account Receivables (Pre and Post Petition)	\$0	\$0	
6. Post-Petition Liabilities	\$182,152	\$237,861	
7. Past Due Post-Petition Account Payables (over 30 days)	\$0	\$0	

## At the end of this reporting month:

- |  | <u>Yes</u> | <u>No</u> |
|--|------------|-----------|
| 8. Have any payments been made on pre-petition debt, other than payments in the normal course to secured creditors or lessors? (if yes, attach listing including date of payment, amount of payment and name of payee) | _____      | x _____   |
| 9. Have any payments been made to professionals? (if yes, attach listing including date of payment, amount of payment and name of payee)   | x _____    | _____     |
| 10. If the answer is yes to 8 or 9, were all such payments approved by the court?  | x _____    | _____     |
| 11. Have any payments been made to officers, insiders, shareholders, relatives? (if yes, attach listing including date of payment, amount and reason for payment, and name of payee)                                   | _____      | x _____   |
| 12. Is the estate insured for replacement cost of assets and for general liability?  | _____      | x _____   |
| 13. Are a plan and disclosure statement on file?   | x _____    | _____     |
| 14. Was there any post-petition borrowing during this reporting period?  | _____      | x _____   |
15. Check if paid: Post-petition taxes X ; U.S. Trustee Quarterly Fees X ; Check if filing is current for: Post-petition tax reporting and tax returns: X .  
(Attach explanation, if post-petition taxes or U.S. Trustee Quarterly Fees are not paid current or if post-petition tax reporting and tax return filings are not current.)

I declare under penalty of perjury I have reviewed the above summary and attached financial statements, and after making reasonable inquiry believe these documents are correct.


Date: 6/16/2008 0:00

Responsible Individual

**STATEMENT OF OPERATIONS****(General Business Case)**For the Month Ended 05/31/08

<b>Current Month</b>				<b>Cumulative (Case to Date)</b>	<b>Next Month Forecast</b>
<b>Actual</b>	<b>Forecast</b>	<b>Variance</b>			
		\$0	<b>Revenues:</b>		
		\$0	1 Gross Sales	\$21,102,796	
\$0	\$0	\$0	2 less: Sales Returns & Allowances		
\$0		\$0	3 Net Sales	\$21,102,796	\$0
\$0	\$0	\$0	4 less: Cost of Goods Sold (Schedule 'B')		
\$1,474		\$1,474	5 Gross Profit	\$21,102,796	\$0
		\$0	6 Interest	\$361,202	
		\$0	7 Other Income:	\$8,044	
		\$0	8 Intercompany allocations	\$334,467	
		\$0	9 Gain on Sale of Assets	\$1,609,428	
\$1,474	\$0	\$1,474	10 <b>Total Revenues</b>	\$23,415,937	\$0
		\$0	<b>Expenses:</b>		
		\$0	11 Compensation to Owner(s)/Officer(s)		
		\$0	12 Salaries	\$1,774,342	
		\$0	13 Commissions	\$140,833	
		\$0	14 Contract Labor		
		\$0	Rent/Lease:		
		\$0	15 Personal Property	\$8,861	
		\$0	16 Real Property	\$543,557	
		\$0	17 Insurance	\$71,737	
		\$0	18 Management Fees		
		\$0	19 Depreciation	\$176,590	
		\$0	Taxes:		
		\$0	20 Employer Payroll Taxes	\$98,105	
		\$0	21 Real Property Taxes		
		\$0	22 Other Taxes	\$55,192	
		\$0	23 Other Selling	\$51,187	
(\$623)		\$623	24 Other Administrative	\$1,024,942	
		\$0	25 Interest	\$4,556	
		\$0	26 Other Expenses:		
\$1,000,000		(\$1,000,000)	27 Loss on Transfer to Trustee	\$37,209,246	
		\$0	28		
		\$0	29		
		\$0	30		
		\$0	31		
		\$0	32		
		\$0	33		
		\$0	34		
\$999,377	\$0	(\$999,377)	35 <b>Total Expenses</b>	\$41,159,148	\$0
(\$997,903)	\$0	(\$997,903)	36 <b>Subtotal</b>	(\$17,743,211)	\$0
		\$0	<b>Reorganization Items:</b>		
		\$0	37 Professional Fees	(\$19,777,396)	
		\$0	38 Provisions for Rejected Executory Contracts		
		\$0	39 Interest Earned on Accumulated Cash from Resulting Chp 11 Case		
		\$0	40 Gain or (Loss) from Sale of Equipment		
		\$0	41 U.S. Trustee Quarterly Fees	(\$51,127)	
		\$0	42		
\$0	\$0	\$0	43 <b>Total Reorganization Items</b>	(\$19,828,523)	\$0
(\$997,903)	\$0		44 <b>Net Profit (Loss) Before Federal &amp; State Taxes</b>	(\$37,571,734)	\$0
		\$0	45 Federal & State Income Taxes		
(\$997,903)	\$0	\$0	46 <b>Net Profit (Loss)</b>	(\$37,571,734)	\$0

Attach an Explanation of Variance to Statement of Operations (For variances greater than +/- 10% only):

**BALANCE SHEET**  
**(General Business Case)**  
For the Month Ended 05/31/08

**Assets**

		<u>From Schedules</u>	<u>Market Value<sup>1</sup></u>
<b>Current Assets</b>			
1	Cash and cash equivalents - unrestricted		\$1,718,774
2	Cash and cash equivalents - restricted		
3	Accounts receivable (net)	A	
4	Inventory	B	
5	Prepaid expenses		
6	Professional retainers		
7	Other: _____		
8	_____		
9	<b>Total Current Assets</b>		\$1,718,774
<b>Property and Equipment (Market Value)</b>			
10	Real property	C	
11	Machinery and equipment	D	
12	Furniture and fixtures	D	
13	Office equipment	D	
14	Leasehold improvements	D	
15	Vehicles	D	
16	Other: _____	D	
17	_____	D	
18	_____	D	
19	_____	D	
20	_____	D	
21	<b>Total Property and Equipment</b>		\$0
<b>Other Assets</b>			
22	Loans to shareholders		
23	Loans to affiliates		
24	_____		
25	_____		
26	_____		
27	_____		
28	<b>Total Other Assets</b>		\$0
29	<b>Total Assets</b>		\$1,718,774

**NOTE:**

Indicate the method used to estimate the market value of assets (e.g., appraisals; familiarity with comparable market prices, etc.) and the date the value was determined.

1 - The method used to estimate the market value of assets was net book value at the end of the current reporting period as market value has not been determined.

**Liabilities and Equity**  
(General Business Case)

**Liabilities From Schedules**

**Post-Petition**

**Current Liabilities**

30	Salaries and wages		
31	Payroll taxes		
32	Real and personal property taxes		
33	Income taxes		
34	Sales taxes		
35	Notes payable (short term)		
36	Accounts payable (trade)	A	\$1,113
37	Real property lease arrearage		
38	Personal property lease arrearage		
39	Accrued professional fees		\$31,039
40	Current portion of long-term post-petition debt (due within 12 months)		
41	Other: Retirement plan		\$150,000
42			
43			
44	<b>Total Current Liabilities</b>		<b>\$182,152</b>

**Long-Term Post-Petition Debt, Net of Current Portion**

46	<b>Total Post-Petition Liabilities</b>		<b>\$182,152</b>
----	--	--	------------------

**Pre-Petition Liabilities (allowed amount)<sup>1</sup>**

47	Secured claims <sup>1</sup>	F	\$0
48	Priority unsecured claims <sup>1</sup>	F	\$100,463
49	General unsecured claims <sup>1</sup>	F	
50	<b>Total Pre-Petition Liabilities</b>		<b>\$100,463</b>
51	<b>Total Liabilities</b>		<b>\$282,615</b>

**Equity (Deficit)**

52	Retained Earnings/(Deficit) at time of filing		\$38,932,893
53	Capital Stock		\$75,000
54	Additional paid-in capital		
55	Cumulative profit/(loss) since filing of case		(\$37,571,734)
56	Post-petition contributions/(distributions) or (draws)		
57			
58	Market value adjustment		
59	<b>Total Equity (Deficit)</b>		<b>\$1,436,159</b>
60	<b>Total Liabilities and Equity (Deficit)</b>		<b>\$1,718,774</b>

**NOTE:**

1 - Allowed Amounts have not yet been determined and are contingent upon approval from the Bankruptcy Court. The pre-petition liabilities' amounts above reflect the claimed amounts filed on Schedules.

**SCHEDULES TO THE BALANCE SHEET**  
(General Business Case)

**Schedule A**

**Accounts Receivable and (Net) Payable**

<b>Receivables and Payables Agings</b>	<b>Accounts Receivable [Pre and Post Petition]</b>	<b>Accounts Payable [Post Petition]</b>	<b>Past Due Post Petition Debt</b>
0 -30 Days		\$1,113	
31-60 Days		\$0	
61-90 Days		\$0	
91+ Days		\$0	\$0
Total accounts receivable/payable	\$0	\$1,113	
Allowance for doubtful accounts			
Accounts receivable (net)	\$0		

**Schedule B**

**Inventory/Cost of Goods Sold**

<b>Types and Amount of Inventory(ies)</b>	<b>Inventory(ies) Balance at End of Month</b>	<b>Cost of Goods Sold</b>
		<b>Inventory Beginning of Month</b>
		Add -
Retail/Restaurants -		Net purchase
Product for resale		Direct labor
		Manufacturing overhead
Distribution -		Freight in
Products for resale		Other:
Manufacturer -		
Raw Materials		
Work-in-progress		
Finished goods		
		Less -
Other - Explain		Inventory End of Month
		Shrinkage
		Personal Use
<b>TOTAL</b>	<b>\$0</b>	<b>Cost of Goods Sold</b>
		<b>\$0</b>

**Method of Inventory Control**

Do you have a functioning perpetual inventory system?

Yes \_\_\_\_\_ No \_\_\_\_\_

How often do you take a complete physical inventory?

Weekly \_\_\_\_\_  
Monthly \_\_\_\_\_  
Quarterly \_\_\_\_\_  
Semi-annually \_\_\_\_\_  
Annually \_\_\_\_\_

Date of last physical inventory was \_\_\_\_\_

Date of next physical inventory is \_\_\_\_\_

**Inventory Valuation Methods**

Indicate by a checkmark method of inventory used.

Valuation methods -

FIFO cost \_\_\_\_\_  
LIFO cost \_\_\_\_\_  
Lower of cost or market \_\_\_\_\_  
Retail method \_\_\_\_\_  
Other \_\_\_\_\_  
Explain \_\_\_\_\_

**Schedule C  
Real Property**

Description	<u>Cost</u>	<u>Market Value</u>
Total	\$0	\$0

**Schedule D  
Other Depreciable Assets**

Description	<u>Cost</u>	<u>Market Value</u>
Machinery & Equipment -		
Total	\$0	\$0

Furniture & Fixtures -		
Total	\$0	\$0

Office Equipment -		
Total	\$0	\$0

Leasehold Improvements -		
Total	\$0	\$0

Vehicles -		
Total	\$0	\$0

**Schedule E**  
**Aging of Post-Petition Taxes**  
**(As of End of the Current Reporting Period)**

<b>Taxes Payable</b>	<b><u>0-30 Days</u></b>	<b><u>31-60 Days</u></b>	<b><u>61-90 Days</u></b>	<b><u>91+ Days</u></b>	<b><u>Total</u></b>
<b>Federal</b>					
Income Tax Withholding					\$0
FICA - Employee					\$0
FICA - Employer					\$0
Unemployment (FUTA)					\$0
Income					\$0
Other (Attach List)					\$0
<b>Total Federal Taxes</b>	\$0	\$0	\$0	\$0	\$0
<b>State and Local</b>					
Income Tax Withholding					\$0
Unemployment (UT)					\$0
Disability Insurance (DI)					\$0
Empl. Training Tax (ETT)					\$0
Sales					\$0
Excise					\$0
Real property					\$0
Personal property					\$0
Income					\$0
Other (Attach List)					\$0
<b>Total State &amp; Local Taxes</b>	\$0	\$0	\$0	\$0	\$0
<b>Total Taxes</b>	\$0	\$0	\$0	\$0	\$0

**Schedule F**  
**Pre-Petition Liabilities**

<b><u>List Total Claims For Each Classification -</u></b>	<b><u>Claimed<sup>1</sup></u></b> <b><u>Amount</u></b>	<b><u>Allowed<sup>2</sup></u></b> <b><u>Amount (b)</u></b>
Secured claims (a)		
Priority claims other than taxes	\$48,580	
Priority tax claims	\$51,883	
General unsecured claims		

(a) List total amount of claims even if under secured.

(b) Estimated amount of claim to be allowed after compromise or litigation. As an example, you are a defendant in a lawsuit alleging damage of \$10,000,000 and a proof of claim is filed in that amount. You believe that you can settle the case for a claim of \$3,000,000. For Schedule F reporting purposes you should list \$10,000,000 as the Claimed Amount and \$3,000,000 as the Allowed Amount.

**Schedule G**  
**Rental Income Information**  
**Not applicable to General Business Cases**

**Schedule H**  
**Recapitulation of Funds Held at End of Month**

	<b><u>Account 1</u></b>	<b><u>Account 2</u></b>	<b><u>Account 3</u></b>	<b><u>Account 4</u></b>	<b><u>Account 5</u></b>
Bank	Bank of America	Bank of America			
Account Type	Analyzed Checking	Money Market			
Account No.	3755532383	3755547789			
Account Purpose	General	Money Market			
Balance, End of Month	\$83,082	\$1,635,692			
Total Funds on Hand for all Accounts	\$1,718,774				

Attach copies of the month end bank statement(s), reconciliation(s), and the check register(s) to the Monthly Operating Report.

**NOTES:**

1 - Claimed Amounts reflects amounts filed on schedules and is subject to change as proof of claims are filed and further pre-petition invoices are identified.

2 - Allowed Amounts have not yet been determined and are contingent upon approval from the Bankruptcy Court.

**STATEMENT OF CASH RECEIPTS AND DISBURSEMENTS****Increase/(Decrease) in Cash and Cash Equivalents****For the Month Ended 05/31/08**

		<b>Actual Current Month</b>	<b>Cumulative (Case to Date)</b>
<b>Cash Receipts</b>			
1	Rent/Leases Collected		
2	Cash Received from Sales		\$7,861,555
3	Interest Received	\$1,474	\$550,799
4	Borrowings		
5	Funds from Shareholders, Partners, or Other Insiders		\$5,000
6	Capital Contributions		
7	Management Fees from USA Capital Realty Advisors, LLC		\$1,564,093
8	Tax, Security Deposit, and Other Refunds	\$3,231	\$8,929
9	Principal Received on Notes Receivable		\$82,832
10	Escrow Deposit/Sale Proceeds/Effective Date Transfer		\$30,494,389
11			\$0
12	<b>Total Cash Receipts</b>	<b>\$4,705</b>	<b>\$40,567,597</b>
<b>Cash Disbursements</b>			
13	Payments for Inventory		
14	Selling		\$2,619
15	Administrative	\$1,494	\$930,506
16	Capital Expenditures		
17	Principal Payments on Debt		\$150,645
18	Interest Paid		\$4,888
	Rent/Lease:		
19	Personal Property		\$9,963
20	Real Property		\$569,426
	Amount Paid to Owner(s)/Officer(s)		
21	Salaries		
22	Draws		
23	Commissions/Royalties		
24	Expense Reimbursements		
25	Other		
26	Salaries/Commissions (less employee withholding)		\$1,740,393
27	Management Fees		
	Taxes:		
28	Employee Withholding		\$213,091
29	Employer Payroll Taxes		\$94,063
30	Real Property Taxes		
31	Other Taxes		\$27,086
32	Other Cash Outflows:		
33	Professional Fees Paid in Connection with Chapter 11 Case	\$56,823	\$19,136,423
34	U.S. Trustee Quarterly Fees		\$50,875
35	Escrow Deposit/Interpleader Settlement/Transfer to Trustee	\$1,000,000	\$9,463,935
36	DTDF & PBGC Settlement		\$7,031,142
37			
38	<b>Total Cash Disbursements:</b>	<b>\$1,058,317</b>	<b>\$39,425,055</b>
39	<b>Net Increase (Decrease) in Cash</b>	<b>(\$1,053,612)</b>	<b>\$1,142,542</b>
40	<b>Cash Balance, Beginning of Period</b>	<b>\$2,772,386</b>	<b>\$576,231</b>
41	<b>Cash Balance, End of Period</b>	<b>\$1,718,774</b>	<b>\$1,718,774</b>

**STATEMENT OF CASH FLOWS**  
**(Optional) Increase/(Decrease) in Cash and Cash Equivalents**  
**For the Month Ended 05/31/08**

	<b>Actual Current Month</b>	<b>Cumulative (Case to Date)</b>
<b>Cash Flows From Operating Activities</b>		
1 Cash Received from Sales		\$7,861,555
2 Rent/Leases Collected		
3 Interest Received	\$1,474	\$550,799
4 Cash Paid to Suppliers		
5 Cash Paid for Selling Expenses		\$2,619
6 Cash Paid for Administrative Expenses	\$1,494	\$930,506
Cash Paid for Rents/Leases:		
7 Personal Property		\$9,963
8 Real Property		\$569,426
9 Cash Paid for Interest		\$4,888
10 Cash Paid for Net Payroll and Benefits		\$1,740,393
Cash Paid to Owner(s)/Officer(s)		
11 Salaries		
12 Draws		
13 Commissions/Royalties		
14 Expense Reimbursements		
15 Other		
Cash Paid for Taxes Paid/Deposited to Tax Acct.		
16 Employer Payroll Tax		\$94,063
17 Employee Withholdings		\$213,091
18 Real Property Taxes		
19 Other Taxes		\$27,086
20 Cash Paid for General Expenses		
21 Management Fees from USA Capital Realty Advisors, LLC		(\$1,564,093)
22 Tax, Security Deposit, and Other Refunds	(\$3,231)	(\$8,929)
23 Principal Received on Notes Receivable		(\$82,832)
24		\$0
25		
26		
27 <b>Net Cash Provided (Used) by Operating Activities before Reorganization Items</b>	\$3,211	\$6,476,173
<b>Cash Flows From Reorganization Items</b>		
28 Interest Received on Cash Accumulated Due to Chp 11 Case		
29 Professional Fees Paid for Services in Connection with Chp 11 Case	\$56,823	\$19,136,423
30 U.S. Trustee Quarterly Fees		\$50,875
31 Escrow Deposit & Settlement/Sale Proceeds/Effective Date Transfer/Settlements	\$1,000,000	(\$13,999,312)
32 <b>Net Cash Provided (Used) by Reorganization Items</b>	(\$1,056,823)	(\$5,187,986)
33 <b>Net Cash Provided (Used) for Operating Activities and Reorganization Items</b>	(\$1,053,612)	\$1,288,187
<b>Cash Flows From Investing Activities</b>		
34 Capital Expenditures		
35 Proceeds from Sales of Capital Goods due to Chp 11 Case		
36		
37 <b>Net Cash Provided (Used) by Investing Activities</b>	\$0	\$0
<b>Cash Flows From Financing Activities</b>		
38 Net Borrowings (Except Insiders)		
39 Net Borrowings from Shareholders, Partners, or Other Insiders		\$5,000
40 Capital Contributions		
41 Principal Payments		\$150,645
42		
43 <b>Net Cash Provided (Used) by Financing Activities</b>	\$0	(\$145,645)
44 <b>Net Increase (Decrease) in Cash and Cash Equivalents</b>	(\$1,053,612)	\$1,142,542
45 <b>Cash and Cash Equivalents at Beginning of Month</b>	\$2,772,386	\$576,231
46 <b>Cash and Cash Equivalents at End of Month</b>	\$1,718,774	\$1,718,774

**USA Commercial Mortgage Company**  
**Question 9 - Payments to Professionals**  
**May 1, 2008 - May 31, 2008**

	<b>Total Paid During Month</b>
Ray, Quinney & Nebeker, PC	\$ 56,822.61
<b>Total Fees &amp; Expenses</b>	<b><u>\$ 56,822.61</u></b>